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**TRADE**easy

易 貿 通

**TRADEEASY HOLDINGS LIMITED**

( 易 貿 通 集 團 有 限 公 司 \* )

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8163)**

## **ANNOUNCEMENT**

This announcement is made at the request of The Stock Exchange of Hong Kong Limited.

The directors of (the “Directors”) of Tradeeasy Holdings Limited (the “Company”) have noted the fluctuation in the price of the shares of the Company and wish to state that the Directors were recently approached by an interested party for a possible acquisition by the interested party of the assets or the shares of the Company (the “Possible Offer”). The structure of the Possible Offer whether in form of assets or shares acquisition has not been decided. If the Possible Offer is finally decided to be in the form of shares acquisition, the interested party will likely acquire a controlling interest in the shares of the Company exceeding 30% of the existing total issued share capital of the Company. As such, the Possible Offer if proceeds in the form of shares acquisition by the interested party will trigger a mandatory offer under Rule 26 of the Code on Takeovers and Mergers (the “Takeovers Code”). The Possible Offer was therefore passed by the Company to the Company’s controlling shareholder, CCT Telecom Holdings Limited, to consider the possible disposal of shares in the Company. The management of the Company is currently in discussion with such interested party in this regard. As of the date of this announcement, the Directors confirm that there are no negotiations or agreements relating to the Proposed Offer that are legally binding and are required to be disclosed under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange (the “GEM Listing Rules”).

\* *For identification purpose only*

As at the date of this announcement, the number of total issued shares of the Company is 971,000,000 ordinary shares of HK\$0.01 each of which CCT Telecom Holdings Limited holds through its indirect wholly-owned subsidiary 643,364,070 ordinary shares of the Company representing 66.26% of the existing total issued share capital of the Company. In addition, the Company has also granted share options convertible into the ordinary shares of the Company. Details of the outstanding share options as the date of this announcement are set out below:

<b>Number of outstanding options</b>	<b>Conversion Ratio</b>	<b>Exercise Period</b>	<b>Exercise Price</b>
32,000,000	1 option to 1 share	23/6/2003 - 22/6/2008	HK\$0.037
4,000,000	1 option to 1 share	4/11/2004 - 3/11/2009	HK\$0.030
6,100,000	1 option to 1 share	26/10/2005 - 25/10/2010	HK\$0.043
3,646,000	1 option to 1 share	18/1/2006 - 19/2/2012	HK\$0.043
1,981,000	1 option to 1 share	18/1/2007 - 19/2/2012	HK\$0.043
117,850,000	1 option to 1 share	14/8/2006 - 13/8/2011	HK\$0.038

Other than the ordinary shares and share options issued as set out above, the Company does not have any other class of securities issued or outstanding.

The Company has reminded its associates to disclose their dealings in Company's securities. The Company has also reminded the interested party to remind its associates to disclose their dealings in any securities of the Company.

## **RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES**

Stockbrokers, banks and others who deal in relevant securities of the Company on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive Director of the Corporate Finance Division of the Securities And Futures Commission or any delegate of the Executive Director (“Executive”) in its dealings enquires. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.

Should the Company enter into any formal agreement which requires disclosure under the applicable provisions of the GEM Listing Rules, further announcement will be made by the Company promptly.

**Nonetheless, the board of Directors (the “Board”) wishes to emphasize that the Possible Offer may or may not proceed. Shareholders and potential investors of the Company should exercise caution when dealing in securities of the Company.**

Save for the information disclosed above, the Board confirms that there are no negotiations or agreements relating to intended acquisitions or realisations which are discloseable under Chapters 19 to 20 of the GEM Listing Rules, neither is the Board aware of any matter discloseable under the general obligation imposed by rule 17.10 of the GEM Listing Rules, which is or may be of a price-sensitive nature.

Made by the order of the Board, the Directors of which collectively and individually accept responsibility for the accuracy of this announcement.

By Order of the Board of  
**Tradeeasy Holdings Limited**  
**Mak Shiu Tong, Clement**  
*Chairman*

Hong Kong, 9 February 2007

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

As at the date of this announcement, the directors of the Company are

*Executive Directors:*

Mr. Mak Shiu Tong, Clement (*Chairman and Chief Executive Officer*)

Mr. Tam Ngai Hung, Terry

Ms. Cheng Yuk Ching, Flora

Mr. Yip Kwok Cheung, Danny

Dr. William Donald Putt

*Independent Non-Executive Directors:*

Mr. Lam Kin Kau, Mark

Mr. Fung Hoi Wing, Henry

Mr. Lau Ho Wai, Lucas

*This announcement will remain on the “Latest Company Announcements” page of the GEM website for at least 7 days from the date of its posting and on the website of the Company at [www.tradeeasy.com](http://www.tradeeasy.com).*